

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
VYAIRE MEDICAL, INC., <i>et al.</i> , ¹	)	
	)	Case No. 24-11217 (BLS)
Debtors.	)	(Jointly Administered)
	)	
	)	Obj. Deadline: October 24, 2024, at 4:00 p.m. (ET)

**SUMMARY OF SECOND MONTHLY FEE
APPLICATION OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP,
ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION,
FOR THE PERIOD FROM JULY 1, 2024, THROUGH AND INCLUDING JULY 31, 2024**

Name of Applicant:	<u>Kirkland & Ellis LLP</u>
Authorized to Provide Professional Services to:	<u>Debtors and Debtors in Possession</u>
Date of Retention:	<u>August 5, 2024, effective as of June 9, 2024</u>
Period for which compensation and reimbursement is sought:	July 1, 2024, through July 31, 2024
Amount of Compensation sought as actual, reasonable, and necessary:	\$2,796,646.00 (80 percent of \$3,495,807.50) ²
This is a(n) <u> X </u> monthly ___ interim ___ final application	

¹ The last four digits of Debtor Vyaire Medical, Inc.'s federal tax identification number are 6495. A complete list of each of the Debtors in these chapter 11 cases and each such Debtor's federal tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://omniagentsolutions.com/Vyaire>. The location of Debtor Vyaire Medical, Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is 26125 North Riverwoods Boulevard, Mettawa, Illinois, USA 60045.

² K&E voluntarily reduced its fees and expenses by \$58,625.13 in the Fee Period (as defined herein). Consequently, K&E does not seek payment of these fees and expenses in this Monthly Fee Statement (as defined herein).

**Summary of Hours by Professional Billed From
July 1, 2024, through July 31, 2024**

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Rebecca H. Amall	Associate	ECEB - Executive Compensation	2017	1,265.00	5.40	\$6,831.00
Kon Asimacopoulos	Partner	Restructuring	2000	2,305.00	16.80	\$38,724.00
Cooper Barghols	Associate	Corporate - General	2023	975.00	4.30	\$4,192.50
Wes Benter	Associate	ECEB - Labor/ Employment	2022	1,575.00	0.50	\$787.50
Marin Boney	Partner	Antitrust/ Competition	2008	1,885.00	0.90	\$1,696.50
John G. Caruso	Partner	Real Estate	1992	2,115.00	3.20	\$6,768.00
Chris Ceresa	Associate	Restructuring	2020	1,395.00	155.00	\$216,225.00
Joseph Cermak Profancik	Associate	Corporate - Debt Finance	2022	1,095.00	6.50	\$7,117.50
Tiffani Chanroo	Associate	Restructuring	2021	1,345.00	68.10	\$91,594.50
Kenny Chiaghana	Associate	Restructuring	2023	975.00	34.60	\$33,735.00
Adam Thomas Clifford, P.C.	Partner	Corporate - M&A/Private Equity	2013	1,995.00	4.00	\$7,980.00
Dominique Collins	Associate	ECEB - Executive Compensation	2020	1,265.00	0.40	\$506.00
Georgia Cooper-Dervan	Associate	Litigation - General	2021	1,185.00	0.90	\$1,066.50

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Bernadette Coppola	Partner	Technology & IP Transactions	2013	1,575.00	43.10	\$67,882.50
Hannah Crawford	Partner	Restructuring	2015	1,595.00	2.40	\$3,828.00
Sion Davies	Partner	Antitrust/ Competition	2016	1,575.00	2.60	\$4,095.00
Tabitha J. De Paulo	Partner	Litigation - General	2015	1,435.00	38.50	\$55,247.50
Anthony M. Del Rio	Partner	Corporate - Healthcare	2014	1,595.00	37.80	\$60,291.00
Jaina Desai	Associate	Restructuring	2023	975.00	179.80	\$175,305.00
Michael Ehret	Partner	Taxation	2001	1,895.00	56.80	\$107,636.00
Luke Finn	Associate	Corporate - M&A/Private Equity	2021	1,345.00	74.30	\$99,933.50
Justin M. Garfinkle	Associate	Technology & IP Transactions	2022	1,095.00	44.20	\$48,399.00
Emanuel Goetz	Associate	Taxation	2024	750.00	45.90	\$34,425.00
Susan D. Golden	Partner	Restructuring	1988	1,600.00	2.90	\$4,640.00
Palmer Gunderson	Associate	Taxation	2023	995.00	66.20	\$65,869.00
David Hackel	Associate	Restructuring	2023	1,095.00	34.10	\$37,339.50
Luci Hague	Partner	International Trade	2015	1,575.00	0.20	\$315.00
Yoonie Han	Associate	Corporate - Debt Finance	2019	1,575.00	9.40	\$14,805.00

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Kate Hardey	Partner	Corporate - Healthcare	2003	1,995.00	22.70	\$45,286.50
Liz Ji	Associate	Taxation	2021	1,285.00	13.10	\$16,833.50
Partha Kar	Partner	Restructuring	2002	2,305.00	6.70	\$15,443.50
Olivia Kaufmann	Associate	Corporate - Healthcare	2023	1,095.00	27.80	\$30,441.00
Sooah Kim	Associate	ECEB - Employee Benefits	2022	1,095.00	5.60	\$6,132.00
Sarah Kimmer	Partner	Litigation - General	2016	1,365.00	2.00	\$2,730.00
Maggie Kate King	Associate	Technology & IP Transactions	2021	1,265.00	33.10	\$41,871.50
Daniel Lewis, P.C.	Partner	Technology & IP Transactions	2008	1,910.00	8.80	\$16,808.00
Sabrina Lieberman	Associate	Restructuring	2023	975.00	121.10	\$118,072.50
Savannah Malnar-Cole	Associate	Antitrust/Competition	2023	1,265.00	3.90	\$4,933.50
Jennifer Mancini	Associate	Litigation - General	2022	1,075.00	4.50	\$4,837.50
Mario Mancuso, P.C.	Partner	International Trade	1997	2,400.00	0.20	\$480.00
Rebecca J. Marston	Associate	Restructuring	2021	1,345.00	83.80	\$112,711.00
Brandan Matthews	Associate	Corporate - M&A/Private Equity	2021	1,345.00	56.80	\$76,396.00
Mark McKane, P.C.	Partner	Litigation - General	1999	2,065.00	1.50	\$3,097.50

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Ruan J. Meintjes	Associate	Corporate - Healthcare	2022	1,095.00	44.20	\$48,399.00
Alisa Melekhina	Partner	Litigation - General	2015	1,595.00	48.00	\$76,560.00
Julienne Miranda	Associate	Corporate General	2023	975.00	0.80	\$780.00
Jake Moeller	Associate	Corporate - General	2022	1,095.00	5.60	\$6,132.00
James Morgan	Partner	Taxation	2004	2,445.00	2.90	\$7,090.50
Michael William Morgan	Associate	Corporate - General	2022	1,095.00	0.30	\$328.50
Jai Mudhar	Associate	Restructuring	2020	1,345.00	12.50	\$16,812.50
Trent Nachbar	Associate	Corporate - M&A/Private Equity	2022	1,265.00	88.50	\$111,952.50
Mavnick Nerwal	Partner	Taxation	2008	2,265.00	0.50	\$1,132.50
Maureen D. O'Brien	Partner	ECEB - Employee Benefits	1998	2,115.00	6.00	\$12,690.00
Dan O'Connor	Associate	Corporate - M&A/Private Equity	2021	1,345.00	102.30	\$137,593.50
Sarah Osborne	Associate	Restructuring	2023	975.00	80.90	\$78,877.50
Rakesh Patel	Partner	Taxation	2000	1,665.00	2.50	\$4,162.50
Carolyn Paus	Associate	Restructuring	2023	750.00	24.30	\$18,225.00
D. Taylor Petersen	Associate	Corporate - General	2023	975.00	28.60	\$27,885.00

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Evangelia Podaras	Partner	ECEB - Labor/ Employment	2016	1,575.00	17.10	\$26,932.50
William T. Pruitt	Partner	Litigation - General	2004	1,695.00	0.30	\$508.50
Joshua Raphael	Associate	Restructuring	2023	1,095.00	29.20	\$31,974.00
Risa Salins	Partner	ECEB - Labor/ Employment	2002	2,115.00	14.50	\$30,667.50
Yusuf Salloum	Partner	Restructuring	2018	1,595.00	57.20	\$91,234.00
Adrian Salmen	Associate	Restructuring	2021	1,265.00	48.00	\$60,720.00
Seth Sanders	Associate	Restructuring	2021	1,265.00	21.00	\$26,565.00
Anna Schwander	Partner	Corporate - Capital Markets	2002	1,315.00	1.80	\$2,367.00
Scottie Shermetaro	Associate	Technology & IP Transactions	2018	1,575.00	65.40	\$103,005.00
Noah Shier	Partner	Technology & IP Transactions	2017	1,575.00	9.50	\$14,962.50
Daniel Shin	Associate	Technology & IP Transactions	2023	975.00	37.60	\$36,660.00
Noah Spector	Associate	Litigation - General	2021	1,185.00	66.60	\$78,921.00
Josh Sussberg, P.C.	Partner	Restructuring	2004	2,305.00	1.30	\$2,996.50
Matt Swanson	Associate	Environment - Transactional	2021	1,345.00	1.20	\$1,614.00
Paul D. Tanaka, P.C.	Partner	Environment - Transactional	2003	2,115.00	8.20	\$17,343.00

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Michael D. Thorpe	Partner	Antitrust/ Competition	2010	1,695.00	0.60	\$1,017.00
Steve Toth	Partner	Corporate - M&A/Private Equity	2005	1,820.00	131.10	\$238,602.00
Kyle Nolan Trevett	Associate	Restructuring	2020	1,265.00	9.10	\$11,511.50
Sarah Ullathorne	Partner	Restructuring	2004	1,575.00	4.10	\$6,457.50
Josh Valletta	Associate	Restructuring	2023	975.00	0.30	\$292.50
Paul Vasiloff	Associate	ECEB - Labor/ Employment	2021	1,345.00	5.00	\$6,725.00
Donatus Wang	Associate	Restructuring	2022	960.00	15.10	\$14,496.00
Nicholas Warther	Partner	Taxation	2017	1,665.00	48.10	\$80,086.50
Cristina Weidner	Partner	Restructuring	2005	1,665.00	15.60	\$25,974.00
Quin Wetzel	Associate	Restructuring	2023	975.00	17.90	\$17,452.50
Dennis Williams	Partner	Corporate - Healthcare	2008	2,025.00	1.50	\$3,037.50
Spencer A. Winters, P.C.	Partner	Restructuring	2013	1,685.00	78.60	\$132,441.00
Sara B. Zablotney, P.C.	Partner	Taxation	2003	2,445.00	30.50	\$74,572.50
Ann-Kathrin Ziegler	Associate	Restructuring	2018	1,070.00	25.50	\$27,285.00
Totals					2,540.20	\$3,408,351.00

Compensation By Project Category
From July 1, 2024 through July 31, 2024

Matter Number	Project Category Description	Total Hours	Total Fees
5	Corporate & Governance Matters	31.40	\$37,905.50
6	Disclosure Statement/Plan/Confirmation	29.50	\$30,285.50
7	DIP Financing and Cash Collateral	84.20	\$110,306.00
8	Cash Management	1.70	\$1,879.50
9	Automatic Stay Issues	0.30	\$418.50
10	Asset Sales/Section 363 Issues: Use, Sale & Disposition of Property	1,499.40	\$2,024,504.50
11	Executory Contracts and Unexpired Leases	22.90	\$26,620.50
12	Business Operations	25.70	\$35,084.00
13	Claims Administration	14.20	\$16,841.00
14	Schedules and Statements (SOFAs)	55.90	\$70,017.50
15	Creditor and Stakeholder Communications	12.50	\$12,921.50
16	U.S. Trustee Matters and Communication	20.90	\$26,490.50
18	Insurance and Surety Matters	1.90	\$2,084.50
19	Utilities	3.50	\$4,315.50
20	Tax Matters	250.30	\$356,554.50
21	Case Administration	139.10	\$159,023.00
22	Retention – K&E	113.90	\$113,840.00
23	Retention – Non-K&E	61.30	\$70,134.00
24	Vendor Matters	32.30	\$35,625.50
25	Litigation	173.30	\$170,730.50
27	Non-Working Travel	3.00	\$5,055.00
28	Creditors' Committee Matters	95.40	\$108,752.00
29	Employee and Labor Matters	52.60	\$76,418.50
Total		2,725.20	\$3,495,807.50

Expense Summary

Expense	Unit Cost (if applicable)	Amount
Standard Copies or Prints	\$0.10	\$91.10
Color Copies or Prints		\$623.15
Local Transportation		\$51.98
Travel Expense		\$806.90
Airfare		\$1,161.36
Transportation to/from airport		\$1,517.95
Travel Meals		\$89.52
Other Court Costs and Fees		\$21,857.76
Working Meals/K&E Only		\$40.00
Outside Retrieval Service		\$283.36
Computer Database Research		\$1,634.62
Westlaw Research		\$4,591.34
LexisNexis Research		\$684.41
Overtime Transportation		\$70.87
Overtime Meals - Attorney		\$337.61
Computer Database Research - Soft		\$109.90
Total		\$33,951.83

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
VYAIRE MEDICAL, INC., <i>et al.</i> , ¹	)	
	)	Case No. 24-11217 (BLS)
Debtors.	)	(Jointly Administered)
	)	
	)	Obj. Deadline: October 24, 2024, at 4:00 p.m. (ET)

**SECOND MONTHLY FEE APPLICATION OF
KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP,
ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION,
FOR THE PERIOD FROM JULY 1, 2024, THROUGH AND INCLUDING JULY 31, 2024**

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code, (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of June 9, 2024*, dated August 5, 2024 [Docket No. 350] (the “Retention Order”), the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief*, dated July 9, 2024 [Docket No. 218] (the “Interim Compensation Order”), and the Local Rules for the United States Bankruptcy Court District of Delaware (the “Bankruptcy Local Rules”), the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, “K&E”), counsel for the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby files this monthly fee statement (this “Monthly Fee Statement”) for: (i) compensation in the amount of

¹ The last four digits of Debtor Vyair Medical, Inc.’s federal tax identification number are 6495. A complete list of each of the Debtors in these chapter 11 cases and each such Debtor’s federal tax identification number may be obtained on the website of the Debtors’ claims and noticing agent at <https://omniagentsolutions.com/Vyair>. The location of Debtor Vyair Medical, Inc.’s principal place of business and the Debtors’ service address in these chapter 11 cases is 26125 North Riverwoods Boulevard, Mettawa, Illinois, USA 60045.

\$2,796,646.00 (80% of \$3,495,807.50) for the reasonable and necessary legal services K&E rendered to the Debtors from July 1, 2024 through July 31, 2024 (the “Fee Period”); and (ii) reimbursement for the actual and necessary expenses that K&E incurred, in the amount of \$33,951.83 during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

1. In support of this Monthly Fee Statement, attached are the following exhibits:
 - **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by K&E partners, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories K&E established in accordance with its internal billing procedures. As reflected in **Exhibit A**, K&E incurred \$3,495,807.50 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, K&E seeks reimbursement for 80% of such fees (\$2,796,646.00 in the aggregate).
 - **Exhibit B** is a schedule providing certain information regarding the K&E attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of K&E have expended a total of 2,725.20 hours in connection with these chapter 11 cases during the Fee Period.
 - **Exhibit C** is a schedule for the Fee Period, setting forth the total amount of reimbursement sought with respect to each category of expenses for which K&E is seeking reimbursement in this Monthly Fee Statement. All of these disbursements comprise the requested sum for K&E’s out-of-pocket expenses.
 - **Exhibit D** consists of K&E’s records of fees and expenses incurred during the Fee Period in the rendition of the professional services to the Debtors and their estates.²

Representations

2. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. K&E reserves the right to

² K&E has negotiated a discounted rate for Westlaw computer-assisted legal research. Computer-assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques.

make further application to this Court for allowance of such fees and expenses not included herein. Subsequent fee applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, Bankruptcy Local Rules, and the Interim Compensation Order.

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WHEREFORE, K&E requests allowance of its fees and expenses incurred during the Fee Period in the total amount of \$2,830,598.83 consisting of (a) \$2,796,646.00, which is 80% of the fees incurred by the Debtors for reasonable and necessary professional services rendered by K&E; and (b) \$33,951.83 for actual and necessary costs and expenses, and that such fees and expenses be paid as administrative expenses of the Debtors' estates.

Dated: October 3, 2024
Wilmington, Delaware

/s/ Patrick J. Reilley

COLE SCHOTZ P.C.

Patrick J. Reilley, Esq. (DE Bar No. 4451)
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Telephone: (302) 652-3131
Facsimile: (302) 652-3117
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- and -

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*Co-Counsel to the Debtors
and Debtors in Possession*

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

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yusuf.salloum@kirkland.com

*Co-Counsel to the Debtors
and Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

VYAIRE MEDICAL, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 24-11217 (BLS)
)
) (Jointly Administered)
)

VERIFICATION OF SPENCER A. WINTERS

I, Spencer A. Winters, hereby declare the following under penalty of perjury:

1. I am the president of Spencer A. Winters, P.C., a partner of the law firm of Kirkland & Ellis LLP, located at 333 West Wolf Point Plaza, Chicago, Illinois 60654. I am a member in good standing of the Bar of the State of Illinois, and I have been admitted to practice in United States District Court for the Northern District of Illinois, and I have been admitted *pro hac vice* to practice in the United States Bankruptcy Court for the District of Delaware. There are no disciplinary proceedings pending against me.

2. I have personally performed many of the legal services rendered by Kirkland & Ellis LLP as general bankruptcy counsel to the Debtors and am familiar with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.

3. The facts set forth in the foregoing Monthly Fee Statement are true and correct to the best of my knowledge, information, and belief.

4. I have reviewed Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware and believe that the Monthly Fee Statement for Kirkland & Ellis LLP complies with Rule 2016-2.

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5. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Respectfully submitted,

Dated: October 3, 2024

/s/ Spencer A. Winters

Spencer A. Winters
as President of Spencer A. Winters, P.C.,
as Partner of Kirkland & Ellis LLP; and
as Partner of Kirkland & Ellis International LLP